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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x In Proceedings For a
Reorganization
Under CHAPTER 11
Case No. 00-41645 (CB) through
In re: SMART WORLD TECHNOLOGIES, LLC, *et. al.* 00-41647 (CB)
Debtors.

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**ORDER AUTHORIZING AND APPROVING DEBTORS-IN-POSSESSION'S
RETENTION OF SPECIAL LITIGATION COUNSEL**

THIS MATTER having been opened to the Court upon the Application of The Debtors, by Steven Daum, president of the above-captioned Debtors, Smart World Technologies, LLC, FreeWWWeb, LLC and Smart World Communications, Inc. (the "Debtors"), for the entry for an Order authorizing the Debtors' retention of the firm of Riker, Danzig, Scherer, Hyland & Perretti LLP (the "Firm"), Headquarters Plaza, One Speedwell Avenue, Morristown, New Jersey 07962-1981, as its special litigation counsel in connection with this Chapter 11 reorganization proceeding; and the Court having considered the Application and the supporting Affidavit of Disinterestedness by Warren J. Martin Jr. Esq.; and the Court being satisfied that the Debtors' retention of the Firm presents no conflict of interest and that the Firm holds no interest adverse to the Debtors or its creditors and is a "disinterested person" pursuant to 11 U.S.C. § 101(14); and for good cause shown,

IT IS

ORDERED that the Debtors' retention of Riker, Danzig, Scherer, Hyland & Perretti LLP as its special litigation counsel in connection with the contested matters between the Debtors and Juno, including, without limitation, the adversary proceedings a between the aforesaid parties, be and is hereby approved; and it is further

ORDERED that any and all compensation to be paid to Riker, Danzig, Scherer, Hyland & Perretti LLP for services rendered on behalf of the Debtors in the within Chapter 11 proceeding shall be fixed upon further application of this Court and shall be in accordance with the within application and the letter of James S. Rothschild, Jr., Esq., dated November 15, 2000, and annexed hereto and made a part hereof.

Dated: New York, New York
November 16, 2000

/s/ Cornelius Blackshear
CORNELIUS BLACKSHEAR
UNITED STATES BANKRUPTCY JUDGE